

EXHIBIT A

Robert R. Kinas (Nevada Bar No. 6019)
Jennifer L. McBee (Nevada Bar No. 9110)
SNELL & WILMER L.L.P.
3800 Howard Hughes Parkway
Suite 1000
Las Vegas, NV 89109
Telephone: (702) 784-5200
Facsimile: (702) 784-5252
E-mail: rkinas@swlaw.com
jmcbee@swlaw.com

*Attorneys for Jayem Family Limited
Partnership*

**Electronically Filed:
May 17, 2006**

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR
Chapter 11

In re:

USA CAPITAL REALTY ADVISORS,
LLC,

Debtor

Case No. BK-S-06-10726-LBR
Chapter 11

In re:

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

Debtor.

Case No. BK-S-06-10727-LBR
Chapter 11

In re:

USA CAPITAL FIRST TRUST DEED
FUND, LLC,

Debtor.

Case No. BK-S-06-10728-LBR
Chapter 11

In re:

USA SECURITIES, LLC

Debtor.

Case No. BK-S-06-10729-LBR
Chapter 11

Affects:

- ☒ All Debtors
- ☐ USA Commercial Mortgage Co.
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed
- ☐ USA First Trust Deed Fund, LLC

**DECLARATION OF JACQUES M.
MASSA IN SUPPORT OF
OPPOSITION TO MOTION FOR
ORDER AUTHORIZING THE
RETURN TO INVESTORS OF
CERTAIN ESCROWED FUNDS
INTENDED FOR THE BUNDY
CANYON PROJECT**

Hearing Date: May 18, 2006
Hearing Time: 9:30 a.m.

1 1. I am the General Partner of Jayem Family Limited Partnership ("Jayem"). I make
2 this declaration in support of Jayem's Opposition to the Debtor's Motion for Order Authorizing
3 the Return to Investors of Certain Escrowed Funds Intended for the Bundy Canyon Project.
4

5 2. I have personal knowledge of all matters stated herein, except for those matters
6 stated upon information and belief, and as to those, I believe them to be true.
7

8 3. In or about March 2006, USA Capital (the "Debtor") solicited Jayem as a potential
9 investor in a Bundy Canyon real estate project. The Debtor represented to me that Bundy Canyon
10 Land Development LLC (the "Borrower") was seeking investors for a new loan to fund the
11 acquisition of land on Bundy Canyon Road in Riverside, California.

12 4. Based on representations made by the Debtor regarding the nature of the
13 investment, Jayem invested \$240,000 in a Bundy Canyon loan on March 15, 2006.
14

15 5. On or about April 10, 2006 – after Jayem tendered the \$240,000 check – I received
16 a letter from the Debtor confirming receipt of Jayem's \$240,000 investment.

17 6. In the April 10, 2006 letter, the Debtor represented that Jayem's investment in a
18 \$5,725,000 Bundy Canyon loan was funded on March 24, 2006. The Debtor did not include with
19 the letter any supporting documentation regarding the specific Bundy Canyon loan in which
20 Jayem invested.

21 7. In fact, the Debtor has failed to provide any such documentation to date.

22 8. It was not until May 14, 2006 that I learned the status of the \$5,725,000 loan in
23 which Jayem's money was purportedly invested. The \$5,725,000 Bundy Canyon loan was not a
24 new construction loan, as represented to me when soliciting investment money. Instead, the
25 \$5,725,000 Bundy Canyon loan was already in existence at the time of the solicitation, and had
26 been in existence since January 14, 2005. Moreover, the \$5,725,000 Bundy Canyon loan was
27 non-performing, and wholly in default, at the time the Debtor solicited Jayem's investment.
28

- 3 -

EXHIBIT B

Wells Fargo View Check Copy



View Check Copy

Check Number	Date Posted	Check Amount	Account Number
789	03/20/06	\$240,000.00	Jayem 073-4672xxx

JACQUES M. MASOJA
JAYEM FAMILY LIMITED PARTNERSHIP
94-79743212
DATE 3-15-06 0789

PAY TO THE ORDER OF **USA COMMERCIAL MORTGAGE INVESTORS TRUST** \$ 240,000.00
Two Hundred Forty Thousand and 00/100 DOLLARS

WELLS FARGO BANK NEVADA, N.A.
P.O. BOX 91240
HENDERSON, NV 89009

FOR Buddy Canyon [Signature]

⑆321270742⑆0734672371⑆0789

ENDORSE WELLS FARGO BANK
Las Vegas, NV 89193
122402049
For Deposit Only
USA Commercial Mortgage Company
Investors Trust Account
0403657146
DO NOT SIGN BELOW THIS LINE
APPROPRIATE SIGNATURE REQUIRED

TRUST ACCOUNT INVESTORS TRUST

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EXHIBIT C



April 10, 2006

Jacques M. Massa
Jayem Family LP
7 Paradise Valley Court
Henderson, NV 89052

Dear Jacques,

USA Capital would like to take this opportunity to thank you for investing in our First Trust Deed program. Your investment of \$240000 in the **Bundy Canyon \$5,725,000** loan was funded on 03-24-06. You will start earning interest from 03-24-06.

USA Capital continues to underwrite all loans with the same care and diligence we have used since 1989. The interest for this first trust deed investment will be paid on or before the 10th of each month. USA Capital will fully service your investment, including monthly interest, statements, and tax reporting. If you have any questions or comments, please feel free to call (702) 734-2400. Thank you again.

Sincerely,

USA Capital